

Exhibit B

BLUEGRASS BOARDWALK DEVELOPMENT AREA DEVELOPMENT PLAN

History

The site of the proposed Bluegrass Boardwalk Amusement Park is a 58 acre site on property owned by the Kentucky State Fair Board ("KSFB") immediately east of the Kentucky Fair and Exposition Center ("KFEC") and north of I-264 and Louisville International Airport. The site was first developed as an amusement park in 1987 and has been owned and operated by several operators until it closed in 2009 ("Park"). The Park was expanded several times during that period, and new rides and attractions were added, most notably a water park. While the Park enjoyed significant success for many years, the last operator went into bankruptcy and closed the Park along with several other parks owned by it.

The closure of the Park has had an adverse impact upon Louisville. At its peak, the Park attracted over one million visitors a year, a large percentage from out of town. The Park employed thousands of part-time employees, mainly high school and college age youth. The closing also resulted in a loss of sales taxes, income taxes and occupational license fees paid to the Commonwealth and Louisville.

Proposed Project

Bluegrass Boardwalk, Inc., a Kentucky corporation ("BBI") is owned by the family which has been involved in the amusement park business since 1946. The family currently owns and operates Santa Claus Land and Holiday World & Surfing Safari in Southern Indiana.

BBI proposes renovating and refurbishing the existing facilities remaining in the Park and adding new attractions to enable the Park to fully open to the public in May 2013 ("Project").

Proposed Investment and Employment

Capital costs to be incurred by BBI to undertake the Project is estimated to be \$16.5 million dollars. A copy of the Project list and budget for the Project is attached as Attachment A, hereto. The Project will be financed with an equity contribution from BBI and a loan from a financial institution.

When the Park opens in 2013, BBI expects to employ 27 full-time employees and over 800 part-time employees, with a total payroll exceeding \$5 million a year.

The Park will be open 100 days each year and is expected to attract 600,000 visitors in its first year of operation. The number of visitors will grow each year.

Proposed TIF District

In order to induce BBI to undertake the Project, Louisville proposes to designate the 58 acres of the Park as a Development Area pursuant to KRS 65.7041-65.7083 ("Act"), to be known as the Bluegrass Boardwalk Development Area, as illustrated on the map attached hereto as Attachment B ("Development Area"). The Development Area will be for the release of local taxes only and no state taxes will be released. Louisville proposes to release 80% of the occupational license fees generated

from the wages and salaries of the employees hired to work in the Development Area for a period not to exceed ten (10) years.

The taxes released from the Development Area will be paid by Louisville to the Metro Development Authority, Inc. ("MDA") pursuant to a local participation agreement entered into between Louisville and MDA ("Agreement"). MDA will pay the amounts received from Louisville pursuant to the Agreement to BBI as an inducement to BBI to undertake the Project ("TIF Incentive").

The estimated amount of the TIF Incentive to be paid in each year the Agreement is in effect is set forth in Attachment C, attached hereto.

Need for TIF Incentive

All of the initial capital costs of the Project will be borne by BBI through their own equity or debt. Those costs will be incurred to refurbish the existing facilities and to construct new facilities. However, in accordance with the terms of the lease with the KSFB, all improvements remain the property of the KSFB. Because BBI will not own the facilities it is constructing and renovating, BBI would not be willing to make the initial investment without state and local incentives. BBI has received tentative approval from the Kentucky Economic Development Finance Authority for sales tax rebates pursuant to the Kentucky Enterprise Initiative Act and tentative approval from the Kentucky Tourism Development Finance Authority for tax incentives pursuant to the Kentucky Tourism Development Act.

Compliance with Act

The Act requires any development area established by a local government to comply with six criteria established by KRS 65.7049 as conditions precedent for the creation of development areas. The establishment of the Development Area meets the requirements of KRS 65.7049 as discussed below:

1. The Development Area is contiguous and, since its total area is 58 acres, it is less than three square miles;
2. The establishment of the Development Area will not cause the total assessed value of real property located in development areas in Louisville to exceed 20 % of total assessed value of real property in Louisville because the Development Area property is owned by KSFB and is therefore exempt from taxation and no real property taxes will be released;
3. The Development Areas possesses the following conditions as required by KRS 65.7049(3)(a):
 - (a) More than 50% of commercial structures in the Development Area are deteriorating rapidly (see photographs attached hereto as Attachment D).
 - All rides and attractions have not been properly cared for during the past three years that the Park has been closed.
 - Proper winterizing precautions were not followed when the Park was closed.
 - None of the pumps for the water attractions were removed during the winter for inspection.
 - Many buildings have leaky roofs.
 - Rides need to be completely refurbished in order to ensure safety.
 - Vegetation has taken over some of the attractions and walkways, making them unsafe.
 - At least 75% of current attractions are inoperable as of April, 2012.

(b) Substantial abandonment of commercial structures located in the Development Area has occurred.

- The facilities were abandoned without concern for future viability.
- Many items were placed in crates in order to be shipped to other parks operated by previous owner.
- All rides and attractions were left in the operating state instead of being winterized.
- All buildings have been abandoned and have significantly deteriorated during the last three years.
- All facilities were stripped of anything of value including roller coaster trains, lockers, inner tubes, parts for rides and attractions, etc.
- Most restrooms were left with human waste and not winterized.
- All buildings need painting and carpentry work.

(c) The current conditions existing in the Development Area impairs the growth and economic development of Louisville.

- Without a well operated amusement and water park, the Park will continue to deteriorate.
- The KFEC will gain more events with an operating amusement and water park.
- The reopened Park will bring increased revenue (through parking revenue, rent and sales) for the KFEC and surrounding businesses.
- The development of the Park will create jobs and encourage other businesses to expand and/or locate in the area. This includes hotels, restaurants, gift shops, gas stations and convenience stores.
- Expected attendance of 600,000 in the first year increasing to over 1,000,000 by year 2018 will increase the need for more support services and goods in the surrounding area.

4. The Development Area will not be developed without public assistance. As discussed above, BBI would not be willing to undertake the Project without state and local incentives.

5. The public benefits of the Project exceed the public costs of the TIF incentives. As discussed above, the Development Area is currently abandoned, creates no tax revenues for Louisville and has no employment. After the Project is undertaken, over 800 persons will be employed in the Development Area, with a yearly payroll in excess of \$5 million and more than 600,000 visitors will come to the Development Area, at least 25% of whom will be from other states. In addition, the Project will increase tax revenues to Louisville and increase tourism and convention business in Louisville.

6. The area immediately surrounding the Development Area has not been subject to growth and development through investment by private enterprise. The adjacent hotel was demolished and nearby businesses, including restaurants and filling stations, have been hurt because of the loss of visitors to the Development Area after the previous amusement park closed.

Summary

The establishment of the Development Area is in compliance with the requirements of the Act. The Project that is being induced by the establishment of the Development Area will revive a dormant and shuttered amusement park which is currently a blight on the property of the KFEC and transform it

into an active and exciting recreational attraction which will create jobs, increase tourism to Louisville and increase tax revenues for Louisville and the Commonwealth.

Attachments

- A- Project list and budget
- B- Development Area
- C- Estimated amounts of TIF Incentive
- D- Photographs of current conditions

ATTACHMENT A

(See next page)

Bluegrass Boardwalk Project List and Budget

	Year 1 Capital	Total	New Building Construction	Improvements to Existing Buildings	Equipment / Fixtures	Architectural & Engineering	Other
Waterpark	7,600,000	16,500,000					
Kiddie Pool		75,000		75,000			
Lazy River		285,000		285,000			
Mega Wedgie		50,000		50,000			
Slide Complex		200,000		200,000			
Tomato		75,000		75,000			
Tomato Conveyor		175,000	175,000				
Tree House		260,000		260,000			
Wave Pool		300,000		300,000			
Rocket (Deluge)		190,000		190,000			
Rocket Boats		30,000			30,000		
Changing Rooms/Restrooms Remodel		375,000		375,000			
New Water Park Restroom		375,000	355,000			20,000	
Locker Rental		365,000	25,000		340,000		
Chairs		240,000			240,000		
Park Trash Cans & Trash Removal Equipment		120,000			120,000		
Park Benches		100,000			100,000		
Shade Structures		130,000	125,000			5,000	
Cabanas		180,000	170,000			10,000	
Lifeguard Equipment		100,000			100,000		
New Attraction - Racer		1,900,000	182,500			75,000	
New Attraction - Slide Complex		1,900,000	182,500			75,000	
Rafts & Tubes		175,000			175,000		
Rides	1,550,000						
White Water Raft Ride		720,000		720,000			
Zamperla Kiddie Rides		500,000		500,000			
Carousel		130,000		130,000			
Flying Dutchman		50,000		50,000			
Himalaya		60,000		60,000			
Bumper Cars		30,000		30,000			
Antique Cars		60,000		60,000			
Food & Beverage	1,345,000						
Food Stands		300,000		300,000			
North Park Restaurant		100,000		100,000			

Bluegrass Boardwalk Project List and Budget

	Year 1 Capital	Total	New Building Construction	Improvements to Existing Buildings	Equipment	Fixtures	Architectural & Engineering	Other
Water Park Restaurant		100,000		100,000				
Food Tables & Umbrellas		290,000				290,000		
Coolers/Freezers		300,000			300,000			
Dippin Dots		35,000	18,000		17,000			
Unlimited Softdrinks		55,000	50,000				5,000	
Ice Cream Dispensers		80,000			80,000			
Fire Suppression		85,000		85,000				
Merchandise	310,000							
Merchandise Shops		185,000		185,000				
Strollers & Wagons		125,000			125,000			
Picnics	125,000							
Picnic Food Service Equipment		125,000			125,000			
IT/Communications/ POS	900,000							
Communications		175,000			175,000			
Hardware		350,000			350,000			
Software		200,000			200,000			
POS Equipment		175,000			175,000			
Security	315,000							
Security Video & Dispatch		200,000			200,000			
Lock Systems		80,000		80,000				
Security & Loss Prevention Supplies		35,000						35,000
Games	50,000							
Games		50,000		50,000				
Support Services	990,000							
Trucks, Carts, Trailers		300,000			300,000			
Lifting Equipment		150,000			150,000			
Fork Trucks		50,000			50,000			
Maintenance Tools		150,000			150,000			
Warehouse Shelving		50,000		50,000				
Office Remodel and Furniture		100,000				100,000		
Paint Booth		190,000	185,000				5,000	

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Bluegrass Boardwalk Project List and Budget

	Year 1 Capital	Total	New Building Construction	Improvements to Existing Buildings	Equipment	Fixtures	Architectural & Engineering	Other
Buildings	725,000							
Restroom Rehabilitation		275,000		275,000				
Admission Remodel & Repair		100,000		100,000				
Other Building Repair		250,000		250,000				
First Aid Remodel & Repair and Supplies		100,000		100,000				
Landscaping/Cleaning	300,000							
Landscaping		200,000		200,000				
Tools & Equipment		100,000			100,000			
Fencing, Lighting & Walkways	370,000	255,000		255,000				
Walkway to Bridge		90,000		90,000				
Misters		25,000	25,000					
Signage	100,000	100,000		100,000				
HR	85,000							
Uniforms		60,000						60,000
ID Cards, Paper, Misc		25,000						25,000
Communications Department S	50,000	50,000						50,000
Marketing Department Supplies	50,000	50,000						50,000
Group Sales Department Supp	50,000	50,000						50,000
Cleaning Department Supplies	50,000	50,000						50,000
Admissions	135,000							
Admissions Department Supplies & Equip.		75,000						75,000
Kennel		60,000	53,000				7,000	
Contingency	1,400,000	1,400,000	169,000	320,000	108,000	150,000	48,000	605,000
Total	16,500,000		5,000,000	6,000,000	3,250,000	1,000,000	250,000	1,000,000

total 17,500,000

ATTACHMENT B

(See next page)

Attachment C

Estimated TIF Incentive

Year	Estimated Payroll	Estimated Occupational Taxes	Estimated TIF Incentive
2013	\$4,690,800	\$58,635	\$46,908
2014	4,831,524	60,394	48,315
2015	4,976,470	62,206	49,915
2016	5,125,764	64,072	51,258
2017	5,279,537	65,994	52,795
2018	5,437,923	67,974	54,379
2019	5,601,061	70,013	56,010
2020	5,769,092	72,114	57,691
2021	5,942,165	74,277	59,422
2022	6,120,430	76,505	61,204

ATTACHMENT D

(See next page)









